



CORPORATION SERVICE COMPANY

RECORDATION #

23629-H

FILED

AUG 27 '04

2:43 PM

SURFACE TRANSPORTATION BOARD



August 26, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RE: 128467-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 18, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP**
11467 Huebner Road San Antonio, TX 78230

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP**, covering 56 rail cars with reporting marks and numbers -CEFX 33063 - SIRX 200046 - NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation # 23629-F dated 10/2/03 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 18th day of August, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP, a Delaware limited partnership, with an address at Southwest Division, 11467 Huebner Rd., San Antonio, TX 78230 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 8, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 2, 2003 and given Recordation Number 23629-F.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

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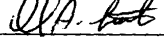
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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP

By: 
Name: DAVID A. LITTLE
Title: Vice President TRANSPORTATION

Schedule A

Number of Cars		Equipment Description			
56	52' long 4'6" sided steel mill gondola				
1	CEFX	33063	53	CEFX	33193
2	CEFX	33064	54	CEFX	33197
3	CEFX	33068	55	CEFX	33198
4	CEFX	33073	56	SIRX	200046
5	CEFX	33074			
6	CEFX	33078			
7	CEFX	33079			
8	CEFX	33080			
9	CEFX	33082			
10	CEFX	33085			
11	CEFX	33086			
12	CEFX	33087			
13	CEFX	33101			
14	CEFX	33106			
15	CEFX	33112			
16	CEFX	33113			
17	CEFX	33114			
18	CEFX	33119			
19	CEFX	33120			
20	CEFX	33124			
21	CEFX	33125			
22	CEFX	33126			
23	CEFX	33127			
24	CEFX	33130			
25	CEFX	33133			
26	CEFX	33134			
27	CEFX	33135			
28	CEFX	33136			
29	CEFX	33138			
30	CEFX	33141			
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52	CEFX	33191			